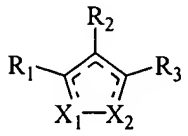
WHAT IS CLAIMED:

1. A compound having the formula:



or its pharmaceutically acceptable salts, wherein:

X_1 and X_2 are independently selected from the group consisting of nitrogen and oxygen such that if one of X_1 and X_2 is nitrogen, then the other of X_1 and X_2 is oxygen to form thereby an isoxazole ring structure;

R_1 is optionally substituted *p*-hydroxyphenyl;

R_3 is selected from the group consisting of optionally substituted aryl, heteroaryl, cycloalkyl, cycloheteroalkyl, (monoaryl)alkyl, heteroaralkyl, (cycloalkyl)alkyl, and (cycloheteroalkyl)alkyl; and

R_2 is selected from the group consisting of halo, cyano, nitro, thio, amino, carboxyl, formyl, and optionally substituted aralkyl, heteroaryl, heteroaralkyl, alkenyl, loweralkyl, loweralkylcarbonyloxy, arylcarbonyloxy, heteroarylcarbonyloxy, cycloalkylcarbonyloxy, cycloheteroalkylcarbonyloxy, aralkycarbonyloxy, heteroaralkylcarbonyloxy, (cycloalkyl)alkylcarbonyloxy, (cycloheteroalkyl)alkylcarbonyloxy, loweralkylcarbonyl, arylcarbonyl, heteroarylcarbonyl, cycloalkylcarbonyl, cycloheteroalkylcarbonyl, aralkycarbonyl, heteroaralkylcarbonyl, (cycloalkyl)alkylcarbonyl, (cycloheteroalkyl)alkylcarbonyl, loweralkylaminocarbonyl, arylaminocarbonyl, aralkylaminocarbonyl, heteroarylaminocarbonyl, heteroaralkylaminocarbonyl, cycloalkylaminocarbonyl, (cycloalkyl)alkylaminocarbonyl, cycloheteroalkylaminocarbonyl, (cycloheteroalkyl)alkylaminocarbonyl, loweralkylcarbonylamino, arylcarbonylamino, heteroarylcarbonylamino, cycloalkylcarbonylamino, cycloheteroalkylcarbonylamino, aralkylcarbonylamino, heteroaralkylcarbonylamino, (cycloalkyl)alkylcarbonylamino, (cycloheteroalkyl)alkylcarbonylamino, loweralkylamino, arylamino, aralkylamino, heteroarylamino, heteroaralkylamino, loweralkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, cycloalkylsulfonyl, cycloheteroalkylsulfonyl, aralkylsulfonyl, heteroaralkylsulfonyl, (cycloalkyl)alkylsulfonyl, (cycloheteroalkyl)alkylsulfonyl, loweralkylsulfinyl, arylsulfinyl, heteroarylsulfinyl, cycloalkylsulfinyl, cycloheteroalkylsulfinyl, aralkylsulfinyl, heteroaralkylsulfinyl, (cycloalkyl)alkylsulfinyl, (cycloheteroalkyl)alkylsulfinyl, loweralkyloxy, aryloxy, heteroaryloxy, cycloalkyloxy, cycloheteroalkyloxy, aralkyloxy, heteroaralkyloxy, (cycloalkyl)alkyloxy, (cycloheteroalkyl)alkyloxy, loweralkylthio, arylthio, heteroarylthio, cycloalkylthio, cycloheteroalkylthio, aralkylthio, heteroaralkylthio, (cycloalkyl)alkylthio, (cycloheteroalkyl)alkylthio, loweralkylthiocarbonyl, arylthiocarbonyl, heteroarylthiocarbonyl, cycloalkylthiocarbonyl, cycloheteroalkylthiocarbonyl, aralkythiocarbonyloxythiocarbonyl, heteroaralkylthiocarbonyl, (cycloalkyl)alkylthiocarbonyl, (cycloheteroalkyl)alkylthiocarbonyl, heteroarylcarbonylthio, cycloalkylcarbonylthio, cycloheteroalkylcarbonylthio, aralkycarbonylthiooxycarbonylthio,

heteroaralkylcarbonylthio, (cycloalkyl)alkylcarbonylthio, (cycloheteroalkyl)alkylcarbonylthio, loweralkyloxycarbonyl, aryloxycarbonyl, heteroaryloxycarbonyl, cycloalkyloxycarbonyl, cycloheteroalkyloxycarbonyl, aralkyoxycarbonyl, heteroaralkyloxycarbonyl, (cycloalkyl)alkyloxycarbonyl, (cycloheteroalkyl)alkyloxycarbonyl, iminoloweralkyl, iminocycloalkyl, iminocycloheteroalkyl, iminoaralkyl, iminoheteroaralkyl, (cycloalkyl)iminoalkyl, (cycloheteroalkyl)iminoalkyl, (cycloiminoalkyl)alkyl, (cycloiminoheteroalkyl)alkyl, oximinoloweralkyl, oximinocycloalkyl, oximinocycloheteroalkyl, oximinoaralkyl, oximinoheteroaralkyl, (cycloalkyl)oximinoalkyl, (cyclooximinoalkyl)alkyl, (cyclooximinoheteroalkyl)alkyl, and (cycloheteroalkyl)oximinoalkyl.

2. A composition for use in treating an estrogen receptor-mediated disorder in a mammal, comprising a therapeutically effective amount of a compound or pharmaceutically acceptable salt thereof of claim 1 in a pharmaceutically acceptable carrier.

3. A method for treating an estrogen receptor-mediated disorder in a mammal, comprising administering to such mammal a therapeutically effective amount of a compound or pharmaceutically acceptable salt thereof of claim 1 in a pharmaceutically acceptable carrier.

4. The method of claim 3, wherein said disorder is selected from the group consisting of osteoporosis, atherosclerosis, estrogen-dependent cancer, breast cancer, endometrial cancer, Turner's syndrome, benign prostate hyperplasia, prostate cancer, elevated cholesterol, restenosis, endometriosis, uterine fibroid disease, skin atrophy, vaginal atrophy, and Alzheimer's disease.

5. A method for preventing an estrogen receptor-mediated disorder in a mammal, comprising administering to such mammal a prophylactically effective amount of a compound or pharmaceutically acceptable salt thereof of claim 1 in a pharmaceutically acceptable carrier.

6. The method of claim 5, wherein said disorder is selected from the group consisting of osteoporosis, atherosclerosis, estrogen-dependent cancer, breast cancer, endometrial cancer, Turner's syndrome, benign prostate hyperplasia, prostate cancer, elevated cholesterol, restenosis, endometriosis, uterine fibroid disease, skin atrophy, vaginal atrophy, and Alzheimer's disease.

7. A method for modulating the biological activity of an estrogen receptor, comprising exposing said estrogen receptor to a compound or pharmaceutically acceptable salt thereof of claim 1.

8. The method of claim 7, wherein said estrogen receptor is the α isoform.

9. The method of claim 7, wherein said estrogen receptor is the β isoform.